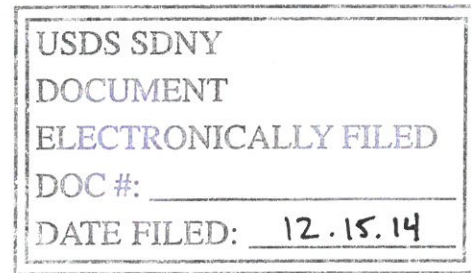


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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- x  
UNITED STATES OF AMERICA, *ex rel.*,  
EDWARD O'DONNELL,

Plaintiff,

v.

COUNTRYWIDE FINANCIAL  
CORPORATION, COUNTRYWIDE HOME  
LOANS, INC., COUNTRYWIDE BANK FSB,  
BANK OF AMERICA CORPORATION, BANK  
OF AMERICA, N.A.,

Defendants.  
----- x

14 Civ. 4038 (RJS)

**STIPULATION AND ORDER OF  
VOLUNTARY DISMISSAL**

WHEREAS, on June 4, 2014, Edward O'Donnell (the "Relator") filed the above-referenced *qui tam* action (the "Relator's Action") in the United States District Court for the Southern District of New York (the "Court") pursuant to 31 U.S.C. § 3730(b), the *qui tam* provision of the False Claims Act, 31 U.S.C. § 3729 *et seq.* (the "FCA"), alleging, *inter alia*, that the above-captioned defendants violated the FCA in connection with the sale of residential mortgage loans originated by Defendant's Consumer Markets Division to the government sponsored enterprises Federal National Mortgage Association and Federal Home Loan Mortgage Corporation;

WHEREAS, on or about August 19, 2014, the United States of America (the “United States” or “Government”), along with the States of California, Delaware, Illinois, Kentucky, Maryland, and New York, entered into a settlement agreement with Bank of America Corporation, Bank of America, N.A., Banc of America Mortgage Securities, and their current and former subsidiaries and affiliates (collectively, “Bank of America”), resolving certain mortgage-related liabilities of Bank of America to the United States and these States (the “Settlement Agreement”);

WHEREAS, pursuant to Paragraphs 1(A)(iii) and 3(F)(ii) of the Settlement Agreement, Bank of America agreed to pay the United States a settlement of three hundred and fifty million dollars (\$350,000,000) to resolve all claims of the United States as alleged in the Relator’s Action relating to the Covered Conduct defined in paragraphs 3(A) through 3(F) of the Settlement Agreement; and

WHEREAS, the Government and the Relator have entered into a proposed Stipulation and Order of Settlement and Release resolving the Relator’s claims to a portion of the Settlement Amount pursuant to 31 U.S.C. § 3730(d)(1) and 12 U.S.C. § 4205(d).

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the Relator and the Government, by their respective counsel, as follows:

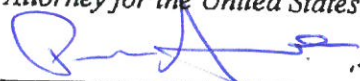
1. The Relator Action is hereby dismissed with prejudice as to the Relator and without costs or attorneys’ fees, subject to paragraph 3 below.
2. The Relator Action is hereby dismissed with prejudice as to the Government with respect to all claims relating to the Covered Conduct described in paragraphs 3(A) through 3(F) of the Settlement Agreement.
3. The Relator expressly reserves any claims against the Defendants for costs or attorneys’ fees and this Court retains jurisdiction over such claims.

4. This Stipulation constitutes the entire agreement of the United States and the Relator with respect to the subject matter of this Stipulation and may not be changed, altered, or modified, except by a written agreement signed by the United States and the Relator specifically referring to this Stipulation.


5. This Stipulation may be executed in counterparts, each of which shall constitute an original and all of which shall constitute one and the same agreement.

Dated: New York, New York  
December 9, 2014

PREET BHARARA  
United States Attorney  
*Attorney for the United States*

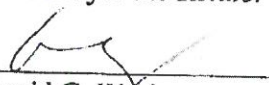
By:   
PIERRE G. ARMAND  
JAIMIE L. NAWADAY  
Assistant United States Attorneys  
86 Chambers Street  
New York, New York 10007

Dated: December 5, 2014

By:   
Edward O'Donnell, Relator

Dated: December 8, 2014

THE WASINGER LAW GROUP,  
P.C.  
*Counsel for the Relator*

By:   
David G. Wasinger  
401 S. Brentwood Blvd.  
Magna Place, Suite 875  
St. Louis, MO 63144

SO ORDERED:

  
HON. RICHARD J. SULLIVAN  
UNITED STATES DISTRICT JUDGE

Dated: 12/11/14